

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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:
UNITED STATES OF AMERICA, :
:
Plaintiff, :
:
v. : 12 Civ. 2826 (DLC)
:
APPLE INC., *et al.*, :
:
Defendants. :
:
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:
THE STATE OF TEXAS, :
THE STATE OF CONNECTICUT, *et al.*, :
:
Plaintiffs, :
:
v. : 12 Civ. 03394 (DLC)
:
PENGUIN GROUP (USA) INC., *et al.*, :
:
Defendants. :
:
----- X

DECLARATION OF CYNTHIA E. RICHMAN

I, CYNTHIA E. RICHMAN, pursuant to 28 U.S.C. § 1746, declare:

1. I am an attorney duly licensed to practice law in the District of Columbia and State of Maryland. I have been given permission to appear before the United States District Court for the Southern District of New York *pro hac vice*. I am a partner at Gibson, Dunn & Crutcher LLP and am one of the attorneys representing Apple Inc. in the above-captioned matter. I respectfully submit this declaration in support of Apple's January 7, 2014 letter to the Court regarding its objections to the External Compliance Monitor. I have personal knowledge of the matters stated herein and, if called upon to do so, could and would competently testify thereto.

2. Attached hereto as Exhibit A is a true and correct copy of a letter from Theodore J. Boutrous, Jr. to J. Robert Kramer, II and Gabriel Gervey, sent on October 31, 2013.

3. Attached hereto as Exhibit B is a true and correct copy of a letter from Theodore J. Boutrous, Jr. to Lawrence E. Buterman and Gabriel Gervey, sent on November 27, 2013.

4. Attached hereto as Exhibit C is a true and correct copy of a letter from Theodore J. Boutrous, Jr. to Lawrence E. Buterman and Gabriel Gervey, sent on December 6, 2013.

5. Attached hereto as Exhibit D is a true and correct copy of a letter from Noreen Krall to Lawrence E. Buterman and Eric Lipman, sent on December 17, 2013.

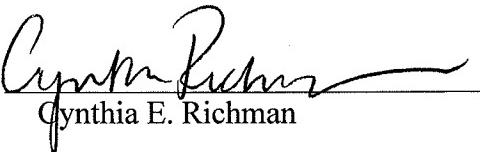
6. Attached hereto as Exhibit E is a true and correct copy of a letter from Theodore J. Boutrous, Jr. to Lawrence E. Buterman and Gabriel Gervey, sent on December 21, 2013.

7. Attached hereto as Exhibit F is a true and correct copy of a letter from Theodore J. Boutrous, Jr. to Lawrence E. Buterman and Gabriel Gervey, sent on January 3, 2014.

I declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct.

Dated: January 7, 2014

Respectfully submitted,



Cynthia E. Richman